

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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: **Chapter 11 Case No.**  
: **08-13555 (JMP)**  
: **(Jointly Administered)**  
: **Debtors.**  
: **LEHMAN BROTHERS HOLDINGS INC., et al.,**  
: **In re**  
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**ORDER TO SHOW CAUSE AND NOTICE FIXING HEARING DATE TO  
CONSIDER DEBTOR'S MOTION PURSUANT TO SECTIONS 105(a) AND 363 OF  
THE BANKRUPTCY CODE SEEKING AUTHORIZATION OF INTERCOMPANY  
FUNDING OF ARS HOLDINGS II LLC BY LEHMAN BROTHERS HOLDINGS INC.**

Upon the motion, dated June 12, 2009 (the "Motion"), of Lehman Brothers Holdings Inc. ("LBHI", together with its affiliated debtors in the above-referenced chapter 11 cases, as debtors and debtors in possession, the "Debtors"), pursuant to sections 105(a) and 363 of title 11 of the United States Code and Rule 6004 of the Federal Rules of Bankruptcy Procedure for authorization to provide intercompany funding to ARS Holdings II LLC, its non-debtor, wholly-owned, direct subsidiary, all as more fully described in the Motion; and upon the Declaration of Shai Y. Waisman Pursuant to Local Rule 9077-1(a), dated June 12, 2009, attesting to the necessity for relief by Order to Show Cause; and it appearing that no notice of this Order to Show Cause need be given, except as provided herein; and after due deliberation and sufficient cause appearing therefor, it is hereby:

ORDERED that a hearing (the "Hearing") to consider the Motion shall be held before the Honorable James M. Peck, United States Bankruptcy Judge, in Courtroom 601, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, New York, New York 10004 on **June 17, 2009 at 2:00 p.m. (Prevailing Eastern Time)**; and it is further

ORDERED that objections and responses, if any, to the Motion must be in be in writing, shall conform to the Bankruptcy Rules and the Local Rules (the “Local Rules”) for the Bankruptcy Court for the Southern District of New York, shall set forth the name of the objecting party, the basis for the objection and the specific grounds thereof, shall be filed with the Bankruptcy Court electronically in accordance with General Order M-242 (which can be found at [www.nysb.uscourts.gov](http://www.nysb.uscourts.gov)) by registered users of the Bankruptcy Court’s case filing system and, by all other parties in interest, on a 3.5 inch disk, preferably in Portable Document Format (PDF), WordPerfect, or any other Windows-based word processing format (with two hard copies delivered directly to Chambers), and shall be served upon: (i) the chambers of the Honorable James M. Peck, One Bowling Green, New York, New York 10004, Courtroom 601; (ii) Weil Gotshal & Manges LLP, 767 Fifth Avenue, New York, New York 10153, Attn: Edward Soto, Esq. and Shai Y. Waisman, Esq., attorneys for the Debtors; (iii) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, 21st Floor, New York, New York 10004, Attn: Andy Velez-Rivera, Esq., Paul Schwartzberg, Esq., Brian Masumoto, Esq., Linda Riffkin, Esq., and Tracy Hope Davis, Esq.; (iv) Milbank, Tweed, Hadley & McCloy LLP, 1 Chase Manhattan Plaza, New York, New York 10005, Attn: Dennis F. Dunne, Esq., Dennis O’Donnell, Esq., and Evan Fleck, Esq., attorneys for the Official Committee of Unsecured Creditors appointed in these cases; (v) D.E. Shaw & Co., L.P., 120 West 45th Street, 39th Floor, New York, New York, 10036, Attn: Chief Financial Officer; and (vi) D.E. Shaw & Co., L.L.C., 120 West 45th Street, 39th Floor, New York, New York, 10036, Attn: General Counsel, so as to be so filed and received by no later than **June 17, 2009 at 2:00 p.m. (Prevailing Eastern Time)** (the “Objection Deadline”); and it is further

ORDERED that, if an objection to the Motion is not received by the Objection Deadline, the relief requested shall be deemed unopposed, and the Bankruptcy Court may enter an order granting the relief sought without a hearing; and it is further

ORDERED that notice shall be given by sending a copy of this Order to Show Cause, the Motion, and the proposed order on the Motion, via e-mail, fax, or overnight mail, on or before **June 12, 2009** on all parties entitled to receive notice pursuant to the amended order entered on February 13, 2009, governing case management and administrative procedures for the Debtors' cases [Docket No. 2837].

Dated: New York, New York  
June 12, 2009

s/ James M. Peck  
UNITED STATES BANKRUPTCY JUDGE